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Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2012

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

For calendar year 2012 or other tax year beginning , and ending

A Check box if address changed

Name of organization (Check box if name changed and see instructions) MARGARET C.B. & S. SPENCER N. BROWN FOUNDATION, INC.

D Employer identification number (Employees' trust, see instructions) 74-6046197

B Exempt under section X 501(C)(3) 408(e) 220(e) 408A 530(a) 529(a)

Print or Type

Number, street, and room or suite no. If a P O box, see instructions EXTRACO TRUST SERVICES, PO BOX 6101 City or town, state, and ZIP code TEMPLE, TX 76503-6101

E Unrelated business activity codes (See instructions) 522100

C Book value of all assets at end of year 2,970,835.

F Group exemption number (see instructions)

G Check organization type X 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity SEE STATEMENT 12

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? If "Yes," enter the name and identifying number of the parent corporation Yes No X

J The books are in care of EXTRACO TRUST SERVICES Telephone number (254) 774-5832

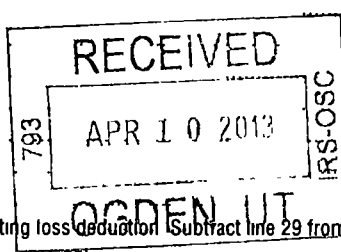
Part I Unrelated Trade or Business Income

Table with 4 columns: (A) Income, (B) Expenses, (C) Net. Rows 1a-13. Total income 57,321.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions)

(except for contributions, deductions must be directly connected with the unrelated business income)

Table with 2 columns: Description, Amount. Rows 14-34. Total deductions 1,000. Unrelated business taxable income 56,321.



SCANNED APR 15 2013

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation)
Controlled group members (sections 1561 and 1563) check here See instructions and

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order)
(1) \$ _____ (2) \$ _____ (3) \$ _____

b Enter organization's share of (1) Additional 5% tax (not more than \$11,750) \$ _____
(2) Additional 3% tax (not more than \$100,000) \$ _____

c Income tax on the amount on line 34 **35c** 9,080.

36 Trusts taxable at trust rates (see instructions for tax computation) Income tax on the amount on line 34 from
 Tax rate schedule or Schedule D (Form 1041) **36** _____

37 Proxy tax (see instructions) **37** _____

38 Alternative minimum tax **38** _____

39 Total Add lines 37 and 38 to line 35c or 36, whichever applies **39** 9,080.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118, trusts attach Form 1116) **40a** _____

b Other credits (see instructions) **40b** _____

c General business credit Attach Form 3800 **40c** _____

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d** _____

e Total credits. Add lines 40a through 40d **40e** _____

41 Subtract line 40e from line 39 **41** 9,080.

42 Other taxes Check if from Form 4255 Form 8611 Form 8697 Form 8866 Other (attach statement) **42** _____

43 Total tax. Add lines 41 and 42 **43** 9,080.

44a Payments A 2011 overpayment credited to 2012 **44a** 1,908.

b 2012 estimated tax payments **44b** 7,932.

c Tax deposited with Form 8868 **44c** _____

d Foreign organizations Tax paid or withheld at source (see instructions) **44d** _____

e Backup withholding (see instructions) **44e** _____

f Credit for small employer health insurance premiums (Attach Form 8941) **44f** _____

g Other credits and payments Form 2439 _____ Form 4136 _____ Other _____ Total **44g** _____

45 Total payments Add lines 44a through 44g **45** 9,840.

46 Estimated tax penalty (see instructions) Check if Form 2220 is attached **46** _____

47 Tax due If line 45 is less than the total of lines 43 and 46, enter amount owed **47** _____

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 760.

49 Enter the amount of line 48 you want Credited to 2013 estimated tax **49** 760. Refunded 0.

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here _____ **Yes** **No**

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file _____ **Yes** **No**

3 Enter the amount of tax-exempt interest received or accrued during the tax year **\$** 103,239. **Yes** **No**

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (att statement)	4a				
b Other costs (attach statement)	4b				
5 Total. Add lines 1 through 4b	5				

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer: *[Signature]* Date: 3/31/13 Title: TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only

Print/Type preparer's name: THERESA S BLUM
Preparer's signature: *Theresa S. Blum*
Date: 3/14/2013
Check if self-employed
PTIN: P00086883

Firm's name: COKER, WOMMACK & COMPANY, P.C.
Firm's EIN: 74-2323205
Firm's address: P.O. BOX 8256 WACO, TX 76714-8256
Phone no: (254) 776-3871

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

(1)		
(2)		
(3)		
(4)		

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **0.**

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) **0.**

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)
(1)			
(2)			
(3)			
(4)			

4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		

Totals **0.** **0.**
 Total dividends-received deductions included in column 8 **0.**

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Totals **0.** **0.**
 Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A) **0.**
 Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B) **0.**

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				
Totals		Enter here and on page 1, Part I, line 9, column (A) 0.		Enter here and on page 1, Part I, line 9, column (B) 0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals		Enter here and on page 1, Part I, line 10, col (A) 0.	Enter here and on page 1, Part I, line 10, col (B) 0.			Enter here and on page 1, Part II, line 26 0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals from Part I		0.	0.			0.
Totals, Part II (lines 1-5)		Enter here and on page 1, Part I, line 11, col (A) 0.	Enter here and on page 1, Part I, line 11, col (B) 0.			Enter here and on page 1, Part II, line 27 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

Alternative Minimum Tax - Corporations

▶ Attach to the corporation's tax return.

▶ Information about Form 4626 and its separate instructions is at www.irs.gov/form4626.

2012

Name **MARGARET C.B. & S. SPENCER N. BROWN
 FOUNDATION, INC.**

Employer identification number
74-6046197

Note: See the instructions to find out if the corporation is a small corporation exempt from the alternative minimum tax (AMT) under section 55(e)

1	Taxable income or (loss) before net operating loss deduction	1	56,321.
2	Adjustments and preferences:		
a	Depreciation of post-1986 property	2a	
b	Amortization of certified pollution control facilities	2b	
c	Amortization of mining exploration and development costs	2c	
d	Amortization of circulation expenditures (personal holding companies only)	2d	
e	Adjusted gain or loss	2e	
f	Long-term contracts	2f	
g	Merchant marine capital construction funds	2g	
h	Section 833(b) deduction (Blue Cross, Blue Shield, and similar type organizations only)	2h	
i	Tax shelter farm activities (personal service corporations only)	2i	
j	Passive activities (closely held corporations and personal service corporations only)	2j	
k	Loss limitations	2k	
l	Depletion	2l	
m	Tax-exempt interest income from specified private activity bonds	2m	
n	Intangible drilling costs	2n	
o	Other adjustments and preferences	2o	
3	Pre-adjustment alternative minimum taxable income (AMTI). Combine lines 1 through 2o	3	56,321.
4	Adjusted current earnings (ACE) adjustment:		
a	ACE from line 10 of the ACE worksheet in the instructions	4a	56,321.
b	Subtract line 3 from line 4a. If line 3 exceeds line 4a, enter the difference as a negative amount (see instructions)	4b	0.
c	Multiply line 4b by 75% (75). Enter the result as a positive amount	4c	
d	Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments (see instructions) Note: You must enter an amount on line 4d (even if line 4b is positive)	4d	
e	ACE adjustment • If line 4b is zero or more, enter the amount from line 4c • If line 4b is less than zero, enter the smaller of line 4c or line 4d as a negative amount	4e	0.
5	Combine lines 3 and 4e. If zero or less, stop here, the corporation does not owe any AMT	5	56,321.
6	Alternative tax net operating loss deduction (see instructions)	6	
7	Alternative minimum taxable income. Subtract line 6 from line 5. If the corporation held a residual interest in a REMIC, see instructions	7	56,321.
8	Exemption phase-out (if line 7 is \$310,000 or more, skip lines 8a and 8b and enter -0- on line 8c)		
a	Subtract \$150,000 from line 7 (if completing this line for a member of a controlled group, see instructions). If zero or less, enter -0-	8a	0.
b	Multiply line 8a by 25% (25)	8b	0.
c	Exemption. Subtract line 8b from \$40,000 (if completing this line for a member of a controlled group, see instructions). If zero or less, enter -0-	8c	40,000.
9	Subtract line 8c from line 7. If zero or less, enter -0-	9	16,321.
10	Multiply line 9 by 20% (20)	10	3,264.
11	Alternative minimum tax foreign tax credit (AMTFTC) (see instructions)	11	
12	Tentative minimum tax. Subtract line 11 from line 10	12	3,264.
13	Regular tax liability before applying all credits except the foreign tax credit	13	9,080.
14	Alternative minimum tax. Subtract line 13 from line 12. If zero or less, enter -0-. Enter here and on Form 1120, Schedule J, line 3, or the appropriate line of the corporation's income tax return	14	0.

JWA For Paperwork Reduction Act Notice, see separate instructions.

Form 4626 (2012)

Adjusted Current Earnings (ACE) Worksheet

▶ See ACE Worksheet Instructions

1	Pre-adjustment AMTI Enter the amount from line 3 of Form 4626		1	56,321.
2	ACE depreciation adjustment			
	a AMT depreciation	2a		
	b ACE depreciation			
	(1) Post-1993 property	2b(1)		
	(2) Post-1989, pre-1994 property	2b(2)		
	(3) Pre-1990 MACRS property	2b(3)		
	(4) Pre-1990 original ACRS property	2b(4)		
	(5) Property described in sections 168(f)(1) through (4)	2b(5)		
	(6) Other property	2b(6)		
	(7) Total ACE depreciation Add lines 2b(1) through 2b(6)	2b(7)		
	c ACE depreciation adjustment Subtract line 2b(7) from line 2a		2c	
3	Inclusion in ACE of items included in earnings and profits (E&P)			
	a Tax-exempt interest income	3a		
	b Death benefits from life insurance contracts	3b		
	c All other distributions from life insurance contracts (including surrenders)	3c		
	d Inside buildup of undistributed income in life insurance contracts	3d		
	e Other items (see Regulations sections 1.56(g)-1(c)(6)(iii) through (ix) for a partial list)	3e		
	f Total increase to ACE from inclusion in ACE of items included in E&P Add lines 3a through 3e		3f	
4	Disallowance of items not deductible from E&P			
	a Certain dividends received	4a		
	b Dividends paid on certain preferred stock of public utilities that are deductible under section 247	4b		
	c Dividends paid to an ESOP that are deductible under section 404(k)	4c		
	d Nonpatronage dividends that are paid and deductible under section 1382(c)	4d		
	e Other items (see Regulations sections 1.56(g)-1(d)(3)(i) and (ii) for a partial list)	4e		
	f Total increase to ACE because of disallowance of items not deductible from E&P Add lines 4a through 4e		4f	
5	Other adjustments based on rules for figuring E&P			
	a Intangible drilling costs	5a		
	b Circulation expenditures	5b		
	c Organizational expenditures	5c		
	d LIFO inventory adjustments	5d		
	e Installment sales	5e		
	f Total other E&P adjustments Combine lines 5a through 5e		5f	
6	Disallowance of loss on exchange of debt pools		6	
7	Acquisition expenses of life insurance companies for qualified foreign contracts		7	
8	Depletion		8	
9	Basis adjustments in determining gain or loss from sale or exchange of pre-1994 property		9	
10	Adjusted current earnings. Combine lines 1, 2c, 3f, 4f, and 5f through 9 Enter the result here and on line 4a of Form 4626		10	56,321.

FORM 990-T DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY STATEMENT 12

S-CORP-EXTRACO CORP (FINANCIAL BANKING SERVICES)

TO FORM 990-T, PAGE 1

FOOTNOTES

STATEMENT 13

PART 1, LINE 5 - INCOME FROM A S CORPORATION

EXTRACO CORPORATION
EIN: 74-2137239

ORDINARY BUSINESS INCOME	56,212.
NET RENTAL REAL ESTATE INCOME	3,435.
INTEREST INCOME	176.
NET SECTION 1231 GAIN	3,770.
LESS: CHARITABLE CONTRIBUTIONS	-6,272.
	<hr/>
	57,321.
	<hr/> <hr/>

FORM 990-T INCOME (LOSS) FROM PARTNERSHIPS STATEMENT 14

DESCRIPTION	AMOUNT
EXTRACO CORPORATION	57,321.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	57,321.